

## **EXHIBIT D**

### **STATEMENT OF MANAGERIAL AND TECHNICAL QUALIFICATIONS**

LIGHTBONDING.COM INC. ("LightBonding.com") is managerially and technically qualified to operate as a provider of facilities-based and resold local exchange and facilities-based and resold interexchange telecommunications services in the State of Illinois. Although it is a start-up company, LightBonding.com has access to ample capital and substantial technical and managerial expertise. Collectively, the management of LightBonding.com and its parent company MediaCenters, Inc. ("MediaCenters") includes individuals with substantive experience in successfully developing and operating start-up telecommunications businesses. This is evident by the fact that the management team of LightBonding's parent company, MediaCenters has over one hundred (100) years of combined Internet, data, OSS and telecommunications experience. Comprised of managers recruited from the industry's most prominent Internet infrastructure development and implementation companies, MediaCenters' management team brings tremendous experience and a history of success from companies as diverse and integral as Rhythms NetConnections, Qwest Communications International, PSINet, Transaction Network Services, Sprint, General Electric, MCI-WorldCom, UUNet, Bell Atlantic and American Management Systems. The cumulative expertise of the management of LightBonding.com and MediaCenters in the telecommunications industry makes LightBonding.com well-qualified to construct, operate and manage LightBonding.com's network in Illinois.

The officers and directors of MediaCenters will manage LightBonding.com's day-to-day operations along with other key management personnel. As such, LightBonding.com will be able to rely on the substantial managerial and technical expertise of the officers and directors of MediaCenters. LightBonding.com's principal officers and directors are as follows:

**Officers:**

**John Schanz**

**President**

**James A. Greenberg**

**Secretary and Treasurer**

**Directors:**

**John Schanz**

**James A. Greenberg**

MediaCenters' principal officers and directors are as follows:

**Officers:**

**John Schanz**

**President and Chief Executive Officer**

**John P. Poli**

**Chief Network Officer**

**James A. Greenberg**

**Chief Technology Officer**

**Matthew J. Petzold**

**Chief Financial Officer**

**Andrew J. Baer**

**Chief Information Officer**

**James T. McLaughlin**

**General Counsel and Secretary**

**Michael Calabrese**

**Senior Vice President, North American Sales**

**Directors:**

**Tom Dyal**

**John Walecka**

**John Schanz**

**James A. Greenberg**

All of the above-referenced individuals may be reached at the following address:

4100 Lafayette Center Drive  
Suite 305  
Chantilly, Virginia 20151  
(703) 961-9875

Collectively, the members of MediaCenters' and LightBonding.com's management team have designed, managed, and/or operated advanced telecommunications facilities throughout the United States. The members of the Lightbonding.com/MediaCenters management team bring many years of experience and a wealth of knowledge from being associated with a number of a highly successful companies in the telecommunications industry.

John Schanz, MediaCenters' President and Chief Executive Officer, is leading this merging startup corporation into a world-class Internet services infrastructure provider. The company expects to grow dramatically over the next two years as it deploys cutting edge broadband technology and implements revolutionary infrastructure services. Before co-founding MediaCenters, Mr. Schanz was the Executive Vice President and Chief Operating Officer for Transaction Network Services, Inc. (TNS), a PSINet company. In that capacity he was responsible for the overall day-to-day operations including: business unit performance, engineering, development, system integration, operations, corporate MIS, and personnel functions. Before being promoted to COO at TNS, Mr. Schanz was the Senior Vice President

and General Manager of TNS' financial services division. In this role, Mr. Schanz was responsible for the expansion of TNS' TCP/IP network infrastructure, as well as the expansion of the division's customer base. His duties also include the development of new customer applications and ongoing business development. Prior to TNS-PSINet, Mr. Schanz came from Sprint Corporation, where he was the director of data engineering. In that role, he oversaw the design, engineering, and implementation of Sprint's public data networks, including X.25, TranXact,® Frame Relay, and IP Internet/INTRANet. In addition, he worked closely with Sprint's largest customers, providing strategic planning, design, and operations support. Before joining Sprint, Mr. Schanz was a senior data network engineer at General Electric, where he supervised data network design and operations, including X.25, SNA, Frame Relay, and IP. He also completed GE's Information Systems Management Program, which provides rigorous training in technology, leadership, and management for a select group of GE employees. Mr. Schanz holds a bachelor's degree in electrical engineering from Manhattan College School of Engineering.

John Poli, MediaCenters' Chief Network Officer, is responsible for the creation and management of the Planning, Engineering, Operations and customer Service divisions of the company. Prior to MediaCenters, Mr. Poli was the Vice President of Data Operations for Qwest Communications. In that role Mr. Poli was responsible for managing the Qwest Internet and ATM/Frame Relay network operations teams that provided network and customer implementation, network management, trouble resolution and customer service to all Qwest data service customers. Mr. Poli's responsibilities include driving the support for Qwest's rapidly growing ATM and Frame Relay services, Qwest IP, VPN and ISP service, and the introduction of new data services utilizing Qwest's high speed fiber backbone. Prior to Qwest, Mr. Poli

served as the Senior Director of the Public Data Service Center for Sprint. His group provided primary operations support for Sprint's Frame Relay, X.25, leadership positions in the Product Development, SprintLink, and Consulting Engineering organizations. Before joining Sprint, Mr. Poli headed up the Systems Integration division for Network Software Associates, Inc. specializing in the development of custom integration and services to the federal government. Mr. Poli was also an officer in the US Air Force developing cruise missile defense systems and tactical intelligence integration at Electronic Systems Division. Mr. Poli is an electrical engineering graduate of Cornell University, College of Engineering and holds a MBA degree from Boston University's Graduate School of Management.

Jim Greenberg is MediaCenters' Chief Technology Officer. Prior to joining MediaCenters, Mr. Greenberg was Chief Network Officer and co-founder of Rhythms NetConnections Inc., the leading National DSL CLEC. As CNO, he was responsible for the development of the Rhythms Back Office, Operations Centers, Field Services, Regulatory Management, Engineering, and Product Development for the company. Prior to joining Rhythms, Mr. Greenberg held several executive positions at Sprint, Mr. Greenberg was an early pioneer in creating the first national Internet backbone, SprintLink, and built the first ATM and Frame Relay business networks. Mr. Greenberg was also responsible for the development and construction of the America Online data network. Mr. Greenberg holds a Bachelors of Science degree in Computer Science from the University of Maryland, where he graduated Summa Cum Laude. Mr. Greenberg also holds a Masters of Science degree in Business from the University of Maryland.

Matthew J. Petzold, MediaCenters Chief Financial Officer, is responsible for the strategic direction, operation and management of MediaCenters's financial resources. Additionally, he is

responsible for helping to set the company's strategic direction, business plans and capital investments. Prior to MediaCenters, Mr. Petzold was Vice President and Chief Financial Officer of UUNET Technologies, Inc., an MCIWorldCom Company. Mr. Petzold's responsibilities included financial planning and reporting, management reporting, capital investments, mergers, acquisitions and acquisition integration activities and helping to set the strategic direction of this \$4 Billion Internet Service Provider with operations in over 20 countries. Prior to being promoted to CFO, Mr. Petzold served as Controller of UUNET with responsibility for accounting policy and procedure, reporting and public filings. Before joining UUNET, Mr. Petzold served as an audit manager at Arthur Andersen LLP providing accounting and business advisory services to emerging business ventures. These services included assisting companies in completing initial and subsequent public offerings, responding to SEC comment letters and public document filings including 10Ks and 10Qs. Mr. Petzold also assisted emerging companies in the development of business plans, private placements, and merger and acquisition activities. A Phi Beta Kappa graduate of Gettysburg College, Mr. Petzold earned a B.A. degree in Management with a concentration in Accounting and is a CPA.

Andrew Baer, MediaCenters' Chief Information Officer, is responsible for all information systems and software development within MediaCenters general operations and BOSS delivery platforms, as well as for managing collaborative software development relationships with MediaCenters partners. Prior to MediaCenters, Mr. Baer was Vice President of Customer Care Information Systems for Bell Atlantic, where he was responsible for all customer-facing and provisioning systems, among them the company's client/server legacy customer service systems as well as Bell Atlantic's expressTRAK™ initiative, a network-wide upgrade to all customer care and billing functions currently being expanded from four-state to full-territory implementation.

Mr. Baer was previously Vice President and Deputy General Manager at American Management Systems, Inc., one of the largest systems developers serving the telecommunications industry. While with AMS, Mr. Baer led development and deployment of next-generation, object-oriented customer care and billing systems. He also supervised the design of an integrated customer care and billing system as well as a Point of Sale customer activation system for a large UK wireless telephony provider. He also oversaw AMS' contract work for BellSouth's QUANTUM initiative, and was AMS Director of Object Technology, leading applied research in object technology and the company's CORE 2000 software development supporting the rapid development of large-scale transaction processing systems. Mr. Baer received his BS in Finance and Economics from the University of Maryland, and his MBA in Accounting and Information Systems from Cornell University.

Jim McLaughlin, MediaCenters' General Counsel and Secretary, is responsible for all legal matters of the company. These responsibilities include oversight of all general corporate, regulatory and transactional work. Before joining MediaCenters, Mr. McLaughlin served as the Vice President and Assistant General Counsel for Transaction Network Services, Inc. (TNS), a PSINet Inc. company. In that capacity he participated in the negotiation and closing of numerous domestic and international transactions, including TNS' \$65 million purchase of assets from AT&T Corp. and the sale of TNS to PSINet Inc. for \$720 million. Mr. McLaughlin also supervised the company's administrative claims against AT&T Corp before the Federal Communications Commission. He also was responsible for overseeing the company's intellectual property as well as its compliance with securities laws and SEC, NYSE and Nasdaq regulations. Mr. McLaughlin joined TNS-PSINet out of the Office of the General Counsel, United States Securities and Exchange Commission in April 1997. Prior to joining the SEC, Mr.

McLaughlin was associated with the law firm of Howrey & Simon where he engaged in a commercial litigation practice focused mainly on antitrust and intellectual property issues. Before joining the law firm, Mr. McLaughlin clerked for Justice Henry R. Horsey on the Supreme Court of Delaware. Mr. McLaughlin holds a B.A. in history from the University of Pennsylvania and earned his J.D. at the University of Virginia School of Law. He is admitted to the Virginia and District of Columbia bars.

Michael Calabrese, MediaCenters' Senior Vice President of North American Sales, is responsible for building the MediaCenters North American sales organization in addition to establishing and maintaining strategic relationships with key business partners. Mr. Calabrese brings over a decade of sales management experience and technical knowledge in the telecommunications industry to MediaCenters. Most recently, Mr. Calabrese was Vice President of Product Management for Rhythms NetConnections, Inc., where he was responsible for all product aspects including customer requirements, development and lifecycle management. In that position, Mr. Calabrese was the key driver for developing relationships with five of the top 10 ISPs, directly resulting in a total commitment of \$3M/month. Before his promotion to VP of Product Management, Mr. Calabrese served as Rhythms' Vice President of Sales Engineering. In this capacity, he built a nationwide sales support organization for Rhythms' channel partners with local and centralized resources in all of the company's markets. Prior to Rhythms, Mr. Calabrese held various positions at Cisco Systems, Inc., including Strategic Account Manager in the Telecommunications Group, where his primary responsibility was manager of the company's major accounts. He also held management positions at Sprint Communications. As Manager of Sprint's Project Engineering Group, Mr. Calabrese led the definition and deployment of all new data services, including the launch of the company's frame relay service in 1990. Subsequent



management positions included network design and planning, with overall responsibility for Sprint's X.25 and IP networks, and Manager of Product Development. Mr. Calabrese received his B.S. from Virginia Polytechnic Institute and State University and his M.B.A. from George Mason University.

Tom Dyal is a member of the Board of Directors of MediaCenters. Mr. Dyal is also a founding partner of Redpoint Ventures. Prior to founding Redpoint, Mr. Dyal was a general partner with Institutional Venture Partners, a venture capital firm he joined in 1997. Mr. Dyal has nine years of experience in operating roles in data communications and networking. Prior to joining IVP, he spent five years in product management at Bay Networks, responsible for its network management products. Prior to joining Bay Networks (SynOptics) in 1992, Mr. Dyal spent four years with AT&T Bell Laboratories, where he held system engineering and management positions in the areas of wide-area data networking products and services. Mr. Dyal holds a B.S. in Electrical Engineering from the Georgia Institute of Technology and an M.S. in Electrical Engineering from Stanford University. He currently serves on the Boards of Directors or has led investments in Alidian Networks, Chip2Chip, Cidera, Growth Networks, Santera Systems and Vivace Networks. Previously, Mr. Dyal was a director or actively involved in Netcore Systems (acquired by Tellabs), Shasta Networks (acquired by Nortel Networks) and StratumOne Communications (acquired by Cisco Systems).

John Walecka is a member of the Board of Directors of MediaCenters. John Walecka is also a founding partner of Redpoint Ventures. Prior to founding Redpoint, Mr. Walecka was a general partner with Brentwood Venture Capital, a firm he joined in 1984. Mr. Walecka is involved in major platform companies such as: Avici Networks, Transmedia Communications (acquired by Cisco), Optimight Communications, Lightera Networks (acquired by Ciena),

Promatary Communications (acquired by Nortel), Netro (NTRO), Rapid5 Communications and Ultraband Fiber Optics. In the services, software and commerce areas, Mr. Walecka has led investments in Rhythms NetConnections (RTHM), HelloBrain.com, Solipsa, Syndeo and Internet Machines. Mr. Walecka also serves as Director of the Western Association of Venture Capitalists (WAVC) and is a Director of the Stanford Business School Venture Capital Trust. Mr. Walecka received a B.S. and a M.S. in Engineering from Stanford University and a M.B.A. from the Stanford Graduate School of Business.

In view of the vast technical experience among the management team of MediaCenters and LightBonding, in addition to its outstanding engineering and network deployment personnel, LightBonding has substantial technical experience and managerial capability from which to draw in the development and continuing operation of a successful local exchange operation in the State of Illinois.